

PENTAIR INC
Form 15-12B
February 01, 2005

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 15

**Certification and Notice of Termination of Registration under Section 12(g) of the Securities Exchange
Act of 1934 or Suspension of Duty to File Reports under Sections 13 and 15(d) of the Securities
Exchange Act of 1934.**

Commission File Number 1-11625

PENTAIR, INC.

(Exact name of registrant as specified in its charter)

5500 Wayzata Blvd, Suite 800, Golden Valley, Minnesota 55416-1259

(763) 545-1730

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Common Share Purchase Rights

(Title of each class of securities covered by this Form)

Common Shares, \$0.16 2/3 par value

Preferred Share Purchase Rights

(Titles of all other classes of securities for which a duty to file reports under Section 13(a) or 15(d) remains)

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports:

Rule 12g-4(a)(1)(i)	x	Rule 12h-3(b)(1)(i)	x
Rule 12g-4(a)(1)(ii)	..	Rule 12h-3(b)(1)(ii)	..
Rule 12g-4(a)(2)(i)	..	Rule 12h-3(b)(2)(i)	..
Rule 12g-4(a)(2)(ii)	..	Rule 12h-3(b)(2)(ii)	..
		Rule 15d-6	..

Approximate number of holders of record as of the certification or notice date: 0

Pursuant to the requirements of the Securities Exchange Act of 1934, Pentair, Inc. has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

DATE: February 1, 2005

By: /s/ Louis L. Ainsworth
Name: Louis L. Ainsworth
Title: Senior Vice President, Secretary and
General Counsel